

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	
WATSON GRINDING & MANUFACTURING CO.	§	Chapter 11
	§	Case No. 20-30967 (MI)
	§	
Debtors	§	
<hr/>	§	
In re:	§	Chapter 11
WATSON VALVE SERVICES, INC.	§	Case No. 20-30968 (MI)
	§	
Debtor.	§	

**JANUARY 24 CLAIMANTS COMMITTEE'S EMERGENCY MOTION FOR
APPOINTMENT OF CHAPTER 11 TRUSTEES**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS MOTION WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.

PLEASE NOTE THAT ON MARCH 24, 2020, THROUGH THE ENTRY OF GENERAL ORDER 2020-10, THE COURT INVOKED THE PROTOCOL FOR EMERGENCY PUBLIC HEALTH OR SAFETY CONDITIONS.

IT IS ANTICIPATED THAT ALL PERSONS WILL APPEAR TELEPHONICALLY AND ALSO MAY APPEAR VIA VIDEO AT THIS HEARING. AUDIO COMMUNICATION

WILL BE BY USE OF THE COURT'S REGULAR DIAL-IN NUMBER. THE DIAL-IN NUMBER IS +1 (832) 917-1510. YOU WILL BE RESPONSIBLE FOR YOUR OWN LONG-DISTANCE CHARGES. YOU WILL BE ASKED TO KEY IN THE CONFERENCE ROOM NUMBER. JUDGE ISGUR'S CONFERENCE ROOM NUMBER IS 954554.

PARTIES MAY PARTICIPATE IN ELECTRONIC HEARINGS BY USE OF AN INTERNET CONNECTION. THE INTERNET SITE IS WWW.JOIN.ME. PERSONS CONNECTING BY MOBILE DEVICE WILL NEED TO DOWNLOAD THE FREE JOIN.ME MOTION.

ONCE CONNECTED TO WWW.JOIN.ME, A PARTICIPANT MUST SELECT "JOIN A MEETING". THE CODE FOR JOINING THIS HEARING BEFORE JUDGE ISGUR IS "judgeisgur". THE NEXT SCREEN WILL HAVE A PLACE FOR THE PARTICIPANT'S.

**To the Honorable Marvin Isgur,
United States Bankruptcy Judge:**

The Official Committee of January 24 Claimants (the "Committee") files this *Emergency Motion for Appointment of Chapter 11 Trustees* (the "Motion").

SUMMARY

1. At the first day hearing, the Court immediately recognized that there were certain inherent conflicts of interest between the estates of Watson Grinding & Manufacturing Co. ("WGM") and Watson Valve Services, Inc. ("WVS"), and ordered that separate counsel be retained by each Debtor. Those conflicts continue to exist and have ripened to such a degree that the Committee believes the estates can no longer function without the appointment of independent fiduciaries.

2. John Watson is the majority owner of both WGM and WVS, but until the last two weeks all decision making authority for the Debtors rested in Bob White, the chief operating officer. To that end, Mr. White signed both Debtors' schedules and statements of financial affairs and appeared as the companies' representative at their meetings of creditors. This arrangement came to a screeching halt in Mid-May. Specifically, after employing an investment banker to explore a sale of WVS, John Watson struck a side deal with a prospective bidder, which provided

a \$1 million payment directly to Watson in the form of a “non-compete.” Thereafter, Bob White and his son submitted a competing *higher* bid through a newly formed entity to acquire WVS’s assets. Immediately upon learning of the competing bid, John Watson retaliated against Bob White and his son by terminating their employment with both Debtors, effectively removing Bob White as the estates’ representative and supplanting himself in those roles.

3. Since John Watson’s unilateral termination of Bob White and appointment of himself as the sole estate “fiduciary,” things have been amiss. The Debtors actions and approach to routine matters have been marred by delay, inconsistency and conflict. The Debtors’ counsel, who the Committee firmly believes is making every effort to ensure that the Debtors are exercising their fiduciary duties, are being asked to take positions that run directly contrary to the interests of the estates and pursue objectives that benefit insiders at the expense of creditors and fly in the face of the fiduciary responsibilities afforded estate representatives. In sum, the Committee believes that John Watson is incapable of fulfilling his fiduciary duties to the estates. Instead of maximizing the value of the estates, he is focused on maximizing his personal recovery and protecting his and his children’s interest. For the reasons set forth below, the Committee requests the Court appoint chapter 11 trustees in both the WGM and WVS cases.

BASIS FOR EMERGENCY CONSIDERATION

4. WVS filed an emergency motion seeking to provide significant bid protections to Mogas Industries, Inc. (“Mogas”) on less than 24 hours’ notice in order to protect the Mogas offer, which (as modified) includes a \$300,000 payment to him individually and employment for his son, from being outbid by the Whites who have submitted a competing bid to purchase WVS. Despite the fact that the motion for bid procedures was filed without Mogas having even submitted a signed APA, Mogas informed WVS late last night that it would withdraw its offer if WVS agreed to the

Committee's request to continue the hearing just one day to Friday, May 29th. At the hearing on the motion to approve bid procedures, the Court directed the United States Trustee to investigate whether a chapter 11 trustee should be appointed. Accordingly, emergency consideration of this Motion is appropriate.

JURISDICTION AND VENUE

5. This Court has jurisdiction over these cases pursuant to 28 U.S.C. § 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2)(A). Venue is proper in this district pursuant to 28 U.S.C. § 1408.

BACKGROUND

6. In the early morning of January 24, 2020, a tragic explosion occurred at the WGM thermal spray coating facility. As a result, numerous parties began filing lawsuits in state court against the Debtors arising out of the January 24 incident.

7. On February 6, 2020 (the “Petition Date”), the Debtors each commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (the “Bankruptcy Case”). Both the Debtors continue to operate their business and manage their properties as a debtor in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code.

8. On February 21, 2020, the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee in the WGM case pursuant to sections 1102(a) and 1102 (b)(1) of the Bankruptcy Code. The Committee consists of the following claimants: (i) Travis Horton, (ii) Massiel Nunez, (iii) Houston Corvette Service, (iv) Margarita Flores, (v) Phillip Burnam, (vi) Janette Thomas, and (vii) Gerardo Castorena, Jr.

9. As the Court is aware, the Committee has been concerned with John Watson's involvement in this case since it discovered his role in modifying the “loss payee” designation on

the Debtors' insurance policies only days before the petition date—for the benefit of an entity owned by his children (KMHJ Ltd.).

10. Until recently, the Committee's concerns were partially alleviated by the Debtors' representation that John Watson was not involved in the day-to-day operation of the estates, Bob White was the designated "estate representative" and Drew McManigle was being retained as the Debtors' financial advisor. Consistent with these representations, Bob White, the Debtors' chief operating officer, signed the petitions, the statements of financial affairs, the schedules and the first day declarations for both Debtors. For all practical purposes, until recently, Bob White was the Debtors representative and was making substantially all decisions related to these bankruptcy cases.¹

11. On May 14, 2020, however, WVS received a letter of intent from Mogas to purchase WVS' assets which included a non-compete agreement to be executed by John Watson. The Committee has not seen this LOI, but, based on the JB Valve objection, John Watson would have directly received \$1 million from Mogas under this offer in exchange for executing the non-compete.

12. On May 15, 2020, WGM's counsel provided the Committee with a copy of an unexecuted asset purchase agreement for WVS' assets from JB Valve LLC ("JB Valve"), an entity created by Bob and Jason White for the purpose of attempting to acquire WVS' assets. JB Valve offered a substantially higher amount to be paid to the WVS estate than the Mogas bid, *and its offer did not involve any side agreement with John Watson.* To the contrary, the JB Valve bid seems premised on the Whites making a clean break with the Watsons.

¹ WGM is owned approximately 63.8% by John Watson and 36.2% by the Whites. WVS is owned 70% by John Watson and 30% by the Whites.

13. Immediately upon receipt of the JB Valve APA, on May 15, 2020, John Watson terminated the employment of Bob and Jason White from both Debtors in clear retaliation for having undermined the insider kickback associated with the original Mogus offer.

14. Since John Watson's unilateral termination of the Whites, and self-promotion to "estate representative," the Debtors have pivoted dramatically on numerous important issues in these cases. First, the Debtors and the Committee were in the process of negotiating non-controversial motions related to bar date noticing, procedures for allowing lawsuits to serve as proofs of claim and related relief to ensure efficiencies and due process in these cases. Until days ago, these motions appeared to be largely agreed to by the Debtors and, in fact, were going to be filed as joint motions. However, on the eve of filing the motions, John Watson and his counsel interjected themselves into the negotiations and demanded modifications clearly aimed at limiting notice and potential claims against WVS. The only logical explanation for such requests is John Watson's belief that directing claims away from WVS and towards WGM increases the likelihood of a "surplus" in the WVS estate—which directly benefits him personally.

15. By way of further example, the Debtors previously filed a Motion to Pay Watson Grinding Receivables Collected on Watson Grinding's Behalf seeking authorization WVS to pay \$515,494.12—an amount which was paid to WVS by a customer for work performed by WGM. This motion was filed at a time when Bob White was still in control of the Debtors. Following White's termination by John Watson, WVS' counsel notified the Committee's counsel that John Watson was threatening to inexplicably withdraw the motion because John Watson did not want the funds to be transferred out of WVS to WGM. While counsel appears to have talked John Watson out of this position (the Court entered an order granting the Motion on May 27, 2020), this

is a further example of Debtors' counsel continued struggles to ensure a clearly conflicted estate representative is fulfilling his fiduciary duties.

16. Finally, just before 1:00 p.m. on May 27, 2020—and apparently at John Watson's direction, WVS filed an emergency motion seeking approval of bid procedures and bid protections for Mogas on a modified LOI (Doc. No. 183) (the "Bid Procedures Motion"). According to footnote 1 in the Bid Procedures Motion, Mogas had not yet submitted a signed APA to WVS when the motion was filed. The Bid Procedures Motion was set on less than 24 hours' notice for 8:30 a.m. on May 28, 2020.

17. The Committee's counsel immediately requested WVS to continue the hearing for at least one day so the Committee could evaluate the motion and the parties could continue to negotiate potential global case resolutions less drastic than the appointment of a chapter 11 trustee, such as limiting and terminating exclusivity. WVS' counsel originally agreed to continue the hearing and informed the Court's case manager of this decision. Later that evening, WVS' counsel informed the Committee's counsel that WVS could not agree to continue the hearing because Mogas threatened to pull its offer unless WVS went forward on the Bid Procedures Motion at 8:30 a.m. on May 28, 2020.

18. The Bid Procedures Motion seeks approval of an APA with Mogas (which no party in interest has seen and was not even included in WVS' exhibit list for the hearing) and bid protections for Mogas in the form of a \$100,000 break-up fee, a \$75,000 expense reimbursement, and a \$50,000 minimum initial overbid. The Bid Procedures Motion discloses that Mogas' offer includes \$300,000 to be paid to John Watson personally in exchange for a non-compete and a consulting agreement for an undisclosed sum for John Watson Jr. (Doc. No. 183 at p. 12).

RELIEF REQUESTED

19. Bankruptcy courts will leave a debtor in possession of its assets and business only when current management “can be depended upon to carry out the fiduciary responsibilities of a trustee.” *See Commodity Futures Trading Comm’n v. Weintraub*, 471 U.S. 343, 355 (1985). The Court can appoint a trustee either based on a finding of cause (11 U.S.C. § 1104(a)(1)) or based on it being in the interest of creditors (11 U.S.C. § 1104(a)(2)). Although section 1104(a)(1) expressly identifies four bases upon which “cause” may be found—fraud, dishonesty, incompetence and gross mismanagement—these enumerated grounds are not exhaustive, merely illustrative. *See, e.g., In re Cajun Elec.*, 191 B.R. at 661 (“It is clear that the grounds for cause are not limited to those enumerated in section 1104(a)(1).”).

20. The determination of whether cause exists to appoint a chapter 11 trustee is highly fact-intensive and requires the court to consider “whether the totality of the circumstances warrant appointment of a trustee.” *In re Sundale, Ltd.*, 400 B.R. 890, 900 (Bankr. S.D. Fla. 2009) (citing *In re Sharon Steel Corp.*, 871 F.2d 1217, 1228 (3d Cir. 1989)). Even if the Court does not find that “cause” exists to appoint a chapter 11 trustee under section 1104(a)(1), the Court has wide discretion to appoint a trustee under section 1104(a)(2) where, as here, doing so is in the best interests of the parties and the estate. *See also In re Cajun Elec. Power Cooperative, Inc.*, 191 B.R. 659, 661 (M.D. La. 1995) (“[u]nder [section 1104(a)(2)], there is a flexible standard for the Court to follow”).

21. In exercising its discretion to appoint a trustee under section 1104(a)(2), the Court may consider many factors, including: (i) the trustworthiness of the debtor; (ii) the debtor in possession’s past and present performance and prospects for the debtor’s rehabilitation; (iii) the confidence, or lack thereof, of the business community and of creditors in present management; and (iv) the benefits derived by the appointment of a trustee, balanced against the cost of the

appointment. *See, e.g., In re Cajun Elec.*, 191 B.R. at 661-62 (listing factors); *In re Ionosphere Clubs, Inc.*, 113 B.R. 164, 168 (Bankr. S.D.N.Y. 1990) (same).

22. The totality of circumstances, as articulated above, evidence that John Watson is not capable of fulfilling his fiduciary duties and is putting his personal and familial interests ahead of the interests of creditors. From the Committee's standpoint, the Court need only look at John Watson's immediate and unilateral termination of Bob White as the estates' representative upon his submission of a competing/superior bid that did not provide a \$1 million kickback to John Watson personally. This alone establishes that John Watson simply does not have the estate's interests in mind and is willing to retaliate against anyone who gets in the way of his personal agenda. John Watson's motivations are further evidenced by both his and his counsel's attempts at thwarting the legitimate objectives of estate professionals for John Watson's personal benefit. The Committee is concerned, based on extensive communications with Debtors' counsel, that estate professionals are being placed in the untenable position of answering to a client representative whose interests are not aligned with the fiduciary responsibilities of the Debtors. Given the state of the Debtors' business, the likely sale of the Debtors' only operating assets and the millions of dollars of claims asserted against the estates, John Watson cannot be left in charge.²

CONCLUSION

23. Accordingly, the Committee respectfully requests that the Court enter orders appointing chapter 11 trustees in both cases and grant the Committee any other relief to which they may be entitled.

² As further indication of the inherent conflicts existing between the two estates, on May 8, 2020, WGM's insurance defense counsel sent a demand letter to WVS' insurance defense counsel stating WGM's position that it is a named insured under \$26 million of WVS insurance policies. To date, the insurance companies have not responded to the tender letter. If they deny coverage, WGM may have to assert claims against WVS and also file an action for declaratory relief against the insurance companies and WVS to have this Court determine the coverage issue.

Dated: May 29, 2020.

Respectfully submitted,

PORTER HEDGES LLP

/s/ Joshua W. Wolfshohl

Joshua W. Wolfshohl
State Bar No. 24038592
Aaron J. Power
State Bar No. 24058058
1000 Main Street, 36th Floor
Houston, Texas 77002
(713) 226-6000
(713) 226-6248 (fax)
jwolfshohl@porterhedges.com
apower@porterhedges.com

COUNSEL FOR THE OFFICIAL COMMITTEE
OF JANUARY 24 CLAIMANTS

CERTIFICATE OF CONFERENCE

Committee counsel discussed the Motion and the relief sought with counsel for both Debtors prior to filing this Motion. The Debtors informed the Committee that they intend to promptly convene a board meeting following the filing of this Motion to determine the Debtors' position on the Motion.

/s/ Aaron J. Power
Aaron J. Power

CERTIFICATE OF SERVICE

This will certify that a true and correct copy of the foregoing document was forwarded by U.S. First Class Mail and via electronic transmission to all registered ECF users appearing in the case on May 29, 2020.

/s/ Joshua W. Wolfshohl
Joshua W. Wolfshohl

ERIN E JONES
 CHRISTOPHER R MURRAY
 JONES MURRAY & BEATTY LLP
 4119 MONTROSE STE 230
 HOUSTON TX 77006

STEPHEN DOUGLAS STATHAM
 OFFICE OF US TRUSTEE
 515 RUSK STE 3516
 HOUSTON TX 77002

ASTRO ALLOYS INC
 9155 EMMOTT RD
 HOUSTON TX 77040

BAKER BOTTS LLP
 910 LOUISIAN ST STE 3200
 HOUSTON TX 77002

C&M TECHNOLOGIES GROUP INC
 350 NORTH SAINT PAUL ST
 DALLAS TX 75201

EARL M JORGENSEN
 6201 LUMERDALE RD
 HOUSTON TX 77092

GULFCO FORGE COMPANY
 6817 INDUSTRIAL RD
 HOUSTON TX 77005

HALCO METALS
 9611 TELGE RD
 HOUSTON TX 77095

HUNTER CHEMICAL LLC
 220 COMMERCE DR
 STE 200
 FORT WASHINGTON PA 19034

LINEAGE ALLOYS
 1901 ELLIS SCHOOL RD
 BAYTOWN TX 77521

MATHESON TRI-GAS
 166 KEYSTONE DR
 MONTGOMERYVILLE PA 18936

NORTH AMERICAN HOGANAS CO
 111 HOGANAS WA
 HOLLSOPPLE PA 15935

NORTON ROSE FULBRIGHT
 1301 MCKINNEY ST STE 1500
 HOUSTON TX 77010

PARRISH INTERNATIONAL INC
 PO BOX 468
 HEMPSTEAD TX 77445

SCOTT STAINLESS SPECIALITIES
 501 GEORGIA AVENUE
 SOUTH HOUSTON TX 77587

TECHNICAL ENGINEERING LLC
 100 CHAPEL RD
 MANCHESTER CT 6042

THYSSENKRUPP
 ATTN: GENERAL COUNSEL
 111 W JACKSON BLVD
 CHICAGO IL 60604

TRICOR METALS
 3517 N LOOP 336 W
 CONROE TX 77304

VICTORY METALS
 4125 HOLLISTER RD
 HOUSTON TX 77080

VINATECH ENGINEERING
 7747 FORMULA PLACE
 SAN DIEGO CA 92121

WEBB INDUSTRIAL LLC
 2433 LOFTON TERRACE
 FORT WORTH TX 76109

WATSON VALVE SERVICES INC
 4525 GESSNER RD
 HOUSTON TX 77041

TEXAS CAPITAL BANK
 C/O TIMOTHY MILLION
 600 TRAVIS ST
 HOUSTON TX 77002

INTERNAL REVENUE SERVICE
 CENTRALIZED INSOLVENCY
 OPERATION
 PO BOX 7346
 PHILADELPHIA, PA 19101-7346

INTERNAL REVENUE SERVICE
 300 E 8TH ST
 MAIL STOP 5026AUS
 AUSTIN TX 78701

RICHARD A KINCHELOE
 ASSISTANT UNITED STATES ATTORNEY
 SOUTHERN DISTRICT OF TEXAS
 1000 LOUISIANA ST STE 2300
 HOUSTON TX 77002

ABIGAIL RUSHING RYAN AAG
 OFFICE OF THE AG OF TEXAS
 BANKRUPTCY & COLLECTIONS DIV
 PO BOX 12548-MC 008
 AUSTIN TX 78711-2548

JASON B BINFORD
 OFFICE OF THE AG OF TEXAS
 BANKRUPTCY & COLLECTIONS DIV
 P O BOX 12548-MC 008
 AUSTIN TEXAS 78711-2548

MICHAEL I. RAMIREZ
 MCCOY LEAVITT ET. AL.
 20726 STONE OAK PKWY STE 116
 SAN ANTONIO, TEXAS 78232

J SCOTT DOUGLASS
 1811 BERING DR STE 420
 HOUSTON TEXAS 77057

MUHAMMAD AZIZ
 ABRAHAM WATKINS NICHOLS
 SORRELS AGOSTO AZIZ & STOGNER
 800 COMMERCE ST
 HOUSTON TEXAS 77002

JOHN P DILLMAN
 LINEBARGER GOGGAN BLAIR &
 SAMPSON LLP
 PO BOX 3064
 HOUSTON TX 77253-3064

AVISHAY MOSHENBERG
 McDOWELL HETHERINGTON LLP
 1001 FANNIN STE 2700
 HOUSTON TX 7700

RANDALL J POELMA JR
 DOYEN SEBESTA & POELMA LLLP
 450 GEARS RD STE 350
 HOUSTON TX 77067

ELIZABETH C FREEMAN
 JACKSON WALKER LLP
 1401 MCKINNEY ST STE 1900
 HOUSTON TX 77010

RANDY W WILLIAMS
 BYMAN & ASSOCIATES PLLC
 7924 BRDWAY STE 104
 PEARLAND TX 775

L LEE THWEATT
 ONE GREENWAY PLAZA STE 100
 HOUSTON TX 77046-0102

STEPHEN R WALKER
 LAW OFFICES OF MANUEL SOLIS PC
 6657 NAVIGATION BLVD
 HOUSTON TX 77011

BYRON C ALFRED
 2019 WICHITA ST
 HOUSTON TX 77004

MATT L MARTIN
 ZEHL & ASSOCIATES PC
 2700 POST OAK BLVD STE 1000
 HOUSTON TX 77056

HENRY FLORES
 RAPP & KROCK PC
 1980 POST OAK BLVD STE 1200
 HOUSTON TEXAS 77056

JARROD B MARTIN
 McDOWELL HETHERINGTON LLP
 1001 FANNIN STE 2700
 HOUSTON TX 77002

ERIKA L MORABITO
 FOLEY & LARDNER LLP
 3000 K ST NW STE 600
 WASHINGTON DC 20007

WILLIAM T SEBESTA
 DOYEN SEBESTA & POELMA LLLP
 450 GEARS RD STE 350
 HOUSTON TX 77067

RYAN E CHAPPLE
 CAIRN & SKARNULIS PLLC
 400 W 15TH ST STE 900
 AUSTIN TX 78701

ABIGAIL RUSHING RYAN AAG
 OFFICE OF THE AG OF TEXAS
 BANKRUPTCY & COLLECTIONS DIV
 PO BOX 12548-MC 008
 AUSTIN TX 78711-2548

JOSEPH D TERRY
 ONE GREENWAY PLAZA STE 100
 HOUSTON TX 77046-0102

GREGORY J FINNEY
 LAW OFFICES OF MANUEL SOLIS PC
 6657 NAVIGATION BLVD
 HOUSTON TX 77011

RYAN H ZEHL
 ZEHL & ASSOCIATES PC
 2700 POST OAK BLVD STE 1000
 HOUSTON TX 77056

GREGORY F COX
 MOSTYLN LAW
 3810 WEST ALABAMA ST
 HOUSTON TX 77027

KENNETH M KROCK
 RAPP & KROCK PC
 1980 POST OAK BLVD STE 1200
 HOUSTON TEXAS 77056

KATE H EASTERLING
 McDowell Hetherington LLP
 1001 FANNIN STE 2700
 HOUSTON TX 77002

HOLLAND N O'NEIL
 FOLEY & LARDNER LLP
 2021 MCKINNEY AVENUE STE 1600
 DALLAS TX 75201

BRUCE J Ruzinsky
 JACKSON WALKER LLP
 1401 MCKINNEY ST STE 1900
 HOUSTON TX 77010

TAYLOR R ROMERO
 CAIRN & SKARNULIS PLLC
 400 W 15TH ST STE 900
 AUSTIN TX 78701

JASON B BINFORD
 OFFICE OF THE AG OF TEXAS
 BANKRUPTCY & COLLECTIONS DIV
 P O BOX 12548-MC 008
 AUSTIN TEXAS 78711-2548

ANNA DEAN KAMINS
 KAMINS LAW FIRM PLLC
 2925 RICHMOND AVENUE STE 1200
 HOUSTON TX 77098

JUAN A SOLIS
 LAW OFFICES OF MANUEL SOLIS PC
 6657 NAVIGATION BLVD
 HOUSTON TX 77011

MATTHEW O GREENBERG
 ZEHL & ASSOCIATES PC
 2700 POST OAK BLVD STE 1000
 HOUSTON TX 77056

MICHAEL DOWNEY
 MOSTYLN LAW
 3810 WEST ALABAMA ST
 HOUSTON TX 77027

CATHRYN J SCHEXNAIDER
MOSTYLN LAW
3810 WEST ALABAMA ST
HOUSTON TX 77027

CHANCE A MCMILLAN
MCMILLAN FIRM PLLC
440 LOUISIANA ST STE 1200
HOUSTON TX 77002-1691

MATHEW MENDOZA
MCMILLAN FIRM PLLC
440 LOUISIANA ST STE 1200
HOUSTON TX 77002-1691

ANTHONY G BUZBEE
JP MORGAN CHASE TOWER
600 TRAVIS ST STE 7300
HOUSTON TX 77002

CHRISTOPHER J LEAVITT
JP MORGAN CHASE TOWER
600 TRAVIS ST STE 7300
HOUSTON TX 77002

RYAN S PIGG
JP MORGAN CHASE TOWER
600 TRAVIS ST STE 7300
HOUSTON TX 77002

JOHN J. RUTTER
ROETZEL & ANDRESS, LPA
222 SOUTH MAIN STREET
AKRON, OH 44308

KARL P LONG
800 COMMERCE ST
HOUSTON TX 77002

BILAAL BADAT
4151 SOUTHWEST FWY STE 320
HOUSTON TX 77027

MARTY HERRING
MARTY HERRING & ASSOCIATES
1616 S VOSS RD STE 890
HOUSTON TX 77057

CAMERON R TEBO
MARTY HERRING & ASSOCIATES
1616 S VOSS RD STE 890
HOUSTON TX 77057

MICHAEL TATE BARKLEY
BAIN & BARKLEY
14090 SOUTHWEST FWY STE 450
SUGAR LAND TX 77478

KARL R SCHNEIDER
BAIN & BARKLEY
14090 SOUTHWEST FWY STE 450
SUGAR LAND TX 77478

BRETT ANTHONY
ANTHONY PETERSON LLP
500 NORTH WATER ST STE 1000
CORPUS CHRISTI TX 78401

ADAM ANTHONY
ANTHONY PETERSON LLP
500 NORTH WATER ST STE 1000
CORPUS CHRISTI TX 78401

DONALD PETERSON
ANTHONY PETERSON LLP
500 NORTH WATER ST STE 1000
CORPUS CHRISTI TX 78401

RUBEN BONILLA JR
BONILLA & CHAPPA PC
2600 GEESNER RD STE 136
HOUSTON TX 77080

VINCE RYAN
HARRIS COUNTY ATTORNEY
ENVIRONMENTAL GROUP
1019 CONGRESS 15TH FL
HOUSTON TX 77002

SARAH JANE UTLEY
HARRIS COUNTY ATTORNEY
ENVIRONMENTAL GROUP
1019 CONGRESS 15TH FLOOR
HOUSTON TX 77002

KATHY PORTER
AIR COMPLIANCE COORDINATOR
HARRIS COUNTY POLLUTION
CONTROL SVCS DEPT
101 SOUTH RICHEY STE H
PASADENA TX 77506

ROBERT S KWOK
9805 KATY FWY STE 850
HOUSTON TX 77024

J RYAN LOYA
9805 KATY FWY STE 850
HOUSTON TX 77024

JOSHUA R LEAL
9805 KATY FWY STE 850
HOUSTON TX 77024

ALEX P BOYLHART
9805 KATY FWY STE 850
HOUSTON TX 77024

WILLIAM W HOKE (OF COUNSEL)
9805 KATY FWY STE 850
HOUSTON TX 77024

HUSEIN HADI
SEDRICK STAGG
7100 REGENCY SQUARE BLVD STE 140
HOUSTON TX 77036

JAMIL THOMAS
SEDRICK STAGG
7100 REGENCY SQUARE BLVD STE 140
HOUSTON TX 77036

CARNEGIE H MIMS III
SEDRICK STAGG
7100 REGENCY SQUARE BLVD STE 140
HOUSTON TX 77036

ERIC DICK LLM
3701 BROOKWOODS DR
HOUSTON TX 77092

JOEL C SIMON
FERNELIUS SIMON MACE
ROBERTSON PERDUE PLLC
4119 MONTROSE BLVD STE 500
HOUSTON TX 77006

STEPHEN M FERNELIUS FERNELIUS SIMON MACE ROBERTSON PERDUE PLLC 4119 MONTROSE BLVD STE 500 HOUSTON TX 77006	RYAN M PERDUE FERNELIUS SIMON MACE ROBERTSON PERDUE PLLC 4119 MONTROSE BLVD STE 500 HOUSTON TX 77006	DEREK H POTTS POTTS LAW FIRM 3737 BUFFALO SPEEDWAY STE 1900 HOUSTON TX 77098
POTTS LAW FIRM 3737 BUFFALO SPEEDWAY STE 1900 HOUSTON TX 77098	MICHAEL J BINS POTTS LAW FIRM 3737 BUFFALO SPEEDWAY STE 1900 HOUSTON TX 77098	RILEY L BURNETT JR BURNETT LAW FIRM 3737 BUFFALO SPEEDWAY STE 1850 HOUSTON TX 77098
PEGAH RAHGOZAR 2825 WILCREST DR STE 515 HOUSTON TX 77045	LESTER B NICHOLS III 2825 WILCREST DR STE 515 HOUSTON TX 77045	KURT B ARNOLD ARNOLD & ITKIN LLP 6009 MEMORIAL DR HOUSTON TX 77007
JASON A ITKIN ARNOLD & ITKIN LLP 6009 MEMORIAL DR HOUSTON TX 77007	J KYLE FINDLEY ARNOLD & ITKIN LLP 6009 MEMORIAL DR HOUSTON TX 77007	KALA F SELLERS ARNOLD & ITKIN LLP 6009 MEMORIAL DR HOUSTON TX 77007
ADAM D LEWIS ARNOLD & ITKIN LLP 6009 MEMORIAL DR HOUSTON TX 77007	CHRISTOPHER L BELL GREENBERG TRAURIG LLP 1000 LOUISIANA ST STE 1700 HOUSTON TX 77002	GREGORY F COX MOSTYN LAW 3810 WEST ALABAMA ST HOUSTON TX 77027
MICHAEL A DOWNEY MOSTYN LAW 3810 WEST ALABAMA ST HOUSTON TX 77027	CAROLINE L MAIDA MOSTYN LAW 3810 WEST ALABAMA ST HOUSTON TX 77027	MARY-OLGA LOVETT GREENBERG TRAURIG LLP 1000 LOUISIANA ST STE 1700 HOUSTON TX 77002
PAUL B KERLIN GREENBERG TRAURIG LLP 1000 LOUISIANA ST STE 1700 HOUSTON TX 77002	CHRISTOPHER M LAVIGNE GREENBERG TRAURIG LLP 2200 ROSS AVE STE 5200 DALLAS TX 75201	KARL D BURRER GREENBERG TRAURIG LLP 1000 LOUISIANA ST STE 1700 HOUSTON TX 77002
JAMES R JONES 4185 TECHNOLOGY FOREST BLVD STE 160 THE WOODLANDS TX 77381	JOHN V MCCOY MCCOY LEAVITT & LASKEY N19 W242000 RIVERWOOD DR STE 125 WAUKESHA WI 53188	ANA M ENE CLARK LOVE & HUTSON PLLC 440 LOUISIANA STE 1700 HOUSTON TX 77002
MATHESON TRI-GAS INC ATTN: GENERAL COUNSEL 150 ALLEN RD - STE 302 BASKING RIDGE NJ 07920	AUTOMATION PLUS ATTN: FRANK LOMELO 8930 LAWNDALE ST STE F HOUSTON TX 77012	ADAM D PEAVY CLARK LOVE & HUTSON PLLC 440 LOUISIANA STE 1700 HOUSTON TX 77002
KEVIN M MADDEN LAW OFFICES OF KEVIN M MADDEN 5225 KATY FWY STE 520 HOUSTON TX 77007	MARK W MORAN MUNCK WILSON MANDALA LLP 12770 COIT RD STE 600 DALLAS TX 75251	ARC SPECIALTIES INC ATTN: L DON KNIGHT 8100 WASHINGTON STE 1000 HOUSTON TX 77007

ARC SPECIALTIES INC 1730 STEBBINS DR HOUSTON TX 77004	CENTERPOINT ENERGY SERVICE COMPANY LCC ATTN: GENERAL COUNSEL 1111 LOUISIANA ST 39TH FLOOR HOUSTON TX 77002	CENTERPOINT ENERGY SERVICES INC ATTN: GENERAL COUNSEL 1111 LOUISIANA ST 39TH FLOOR HOUSTON TX 77002
CENTERPOINT ENERGY RESOURCES CORP ATTN: GENERAL COUNSEL 1111 LOUISIANA ST 39TH FLOOR HOUSTON TX 77002	CENTERPOINT ENERGY GAS SERVICES INC – NATURAL GAS ATTN: GENERAL COUNSEL 1111 LOUISIANA ST 39TH FLOOR HOUSTON TX 77002	STM & ASSOCIATES 8554 KATY FWY STE 112 HOUSTON TX 77024
3M 3M CORPORATE HEADQUARTERS 2501 HUDSON RD MAPLEWOOD MN 55144	DETCON 3M CENTER BLDG 224-5N40 SAINT PAUL MN 55144-1001	DETCON 3200 RESEARCH FOREST DR THE WOODLANDS TX 77381-4219
DETCON 4055 TECHNOLOGY FOREST BLVD THE WOODLANDS TX 77381	FIRESTONE CRYOGENIC EQUIPMENT 14954 EAST DR CONROE TX 77302-6600	FIRESTONE CRYOGENIC EQUIPMENT ATTN: LINDA PLUMMER 12446 CUTTEN RD HOUSTON TX 77066
RADNOR AIRGAS INC 259 NORTH RADNOR-CHESTER RD STE 100 RADNOR PA 19087-5283	OLDHAM A/K/A TELEDYNE GAS & FLAME AMERICAS – THE WOODLANDS DETCON INC 4055 TECHNOLOGY FOREST BLVD THE WOODLANDS TX 77381	WESTERN INTERNATIONAL GAS & CYLINDER INC ATTN: DENISE C HAUGEN 7173 HIGHWAY 159 E PO BOX 668 BELLVILLE TX 77418
MILLER SCAMARDI AND CARRABA ATTN: DAVID MILLER 6525 WASHINGTON AVE HOUSTON TEXAS 77007	B-W GRINDING SERVICE, INC. 5807 NUNN ST. HOUSTON, TX 77087	NATIONAL ALLOY SOLUTIONS C/O GONZALEZ & ASSOCIATES ATTN: EDWARD GONZALEZ 2205 FULTON ST HOUSTON TX 77009
KENNAMETAL INC ATTN: MICHELLE R KEATING 525 WILLIAM PENN PLACE STE 3300 PITTSBURGH PA 15219	TECHNICAL ENGINEERING LLC 100 CHAPEL RD MANCHESTER CT 06042	VERTECS 8402 RAYSON RD HOUSTON TX 77080
ABB 13609 INDUSTRIAL RD GATE 5 COMPLEX 3G WEST HOUSTON TX 77015	ACCUWELD INC. 845 BUSCHONG HOUSTON, TX 77039-1001	AMERICAN EXPRESS THREE WORLD FINANCIAL CENTER 200 VESEY S NEW YORK, NY 10285
BASS TOOL & SUPPLY, INC. 2300 FAIRWAY PARK DR. HOUSTON, TX 77092	CARBIDE & METAL, C&M TECH LLC 7425 CARBIDE LANE HOUSTON, TX 77040	CORROSION MATERIALS 22416 NETWORK PLACE CHICAGO, IL 60673
GROVES INDUSTRIAL SUPPLY 7301 PINEMONT DR. HOUSTON, TX 77040	GULF COAST METAL SALES PO BOX 7310 HOUSTON, TX 77248	HOUSTON PLATING COMPANY LLP PO BOX 418 SOUTH HOUSTON, TX 77587

LARK HEAT TREAT, INC.
6640 MAYNARD
HOUSTON, TX 77041

LIBERTY FORGE, INC.
PO DRAWER 1210
LIBERTY, TX 77575

MATHESON TRI-GAS, INC.
10430 MULA ROAD
STAFFORD, TX 77477

MYERS TECHNOLOGY CO. LLC
2150 TOUCHY AVE.
ELK GROVE VILLAGE, IL 60007

NATIONAL SPECIALTY ALLOWS
18250 KEITH HARROW
HOUSTON, TX 77084

PARISH INTERNATIONAL, INC.
1075 ZACH RAD
HEMPSTEAD, TX 77445

THYSSENKRUP MATERIALS, NA
10648 WEST LITTLE YORK RD
HOUSTON, TX 77041

PT HUAYUE NICKEL COBALT
GEDUNG WISMA MULIA LT. 41 JI
.JEND GATOT
SUBROTO NO. 42, KUNINGAN BARAT, MAMPANG
PRAPATAN. 12710 JAKARTA,
INDONESIA

R&M FORGE & FITTINGS
6455 WESCO WAY
HOUSTON, TX 77041

RS MACHINE COMPANY, LLC
6926 GUHN ROAD
HOUSTON, TX 77040

VERTECS
PO BOX 801523
HOUSTON, TX 77280

VICTORY METALS, LLC
12335 KINGSRIDE LN
HOUSTON, TX 77024

VINATECH INDUSTRIES, INC.
5439 BRITTMORE RD.
HOUSTON, TX 77041

WEB INDUSTRIAL DIAMOND CO. INC.
2117 N. HOUSTON AVE.
PEARLAND, TX 77581

JACK SKAGGS
JASON S. SCHULZE
LYONDELLBASELL TOWER
1221 MCKINNEY, STE. 2900
HOUSTON, TEXAS 77010

ACCROSEAL
316 BRIGGS STREET
VICKSBURG, MI 49097

MSO SEALS & GASKETS INC.
4702 STEFFANI LANE
HOUSTON, TX 77041

SCORE VALVE SERVICES INC.
BUILDING B
6410 LANGFIELD ROAD
HOUSTON, TX 77092

THE NUT PLACE
6605 GESSNER ROAD
HOUSTON, TX 77040

WATSON VALVE SERVICES AUSTRALIA
13 LINK CRESENT
COOLUM BEACH, QUEENSLAND 4573

AFCO
5600 NORTH RIVER ROAD SUITE 400
DES PLAINES, IL 60018

AV, LPL
7140 W. SAM HOUSTON PKWY N
SUITE 100
HOUSTON, TX 77040

AMERICAN HELI-ARC
5009 PINEMONT DR
HOUSTON, TX 77092

AMUR HMP, LLC
5, MASHINOSTROITELIEI SHOSSE, AMURSK
KHABAROVSK KRAI, THE RUSSIAN
FEDERATION
682640

DIRECT BOLT AND SUPPLY
7117 BELGOLDSUITE D
HOUSTON, TX 77066

EGC ENTERPRISES
140 PARKER CT
CHARDON, OH 44024

GARLOCK SEALING TECH
13288 COLLECTION CENTER DR
CHICAGO, IL 60693

GHX INDUSTRIAL LLC
3440 SOUTH SAM HOUSTON PARKWAY
SUITE 300
HOUSTON, TX 77047

GRAINGER
PO BOX 419267
KANSAS CITY, MO 64141

HYTORC
12420 TEXACO ROAD
HOUSTON, TX 77013

INDUSTRIAL BEARING AND SERVICES
PO BOX 41325
HOUSTON, TX 77241

LAMONS GASKET COMPANY
7300 AIRPORT BLVD
HOUSTON, TX 77061

SUHM SPRING WORKS, LTD
14650 HEATHROW FOREST PARKWAY
HOUSTON, TX 77032

SURFACE PREPARATION
5973 SOUTH LOOP EAST
HOUSTON, TX 77033

TEADIT
10545 RED BLUFF ROAD
PASADENA, TX 77507

U-LINE, INC.
2200 S. LAKESIDE DRIVE
CHICAGO, IL 60693

UNIVERSE TECHNICAL TRANSLATE
9225 KATY FREEWAYSUITE 400
HOUSTON, TX 77024

VANAIRE INC
840 CLARK DRIVE
GLADSTONE, MI 49837

ERNEST P. GIEGER, JR.
BRENDAN P. DOHERTY
GIEGER, LABORDE & LAPEROUSE, LLC
5151 SAN FELIPE STREET, SUITE 750
HOUSTON, TEXAS 77056

MATTHEW B. PROBUS
WAUSON | PROBUS
ONE SUGAR CREEK CENTER BLVD.,
SUITE 880
SUGAR LAND, TEXAS 77478

JOHN ROBERT JONES
J. R. JONES LAW PLLC
6026 REMSON HOLLOW LANE
KATY, TX 77494

Watson Grinding & Manufacturing Co.
4525 Gessner Road
Houston, TX 77041